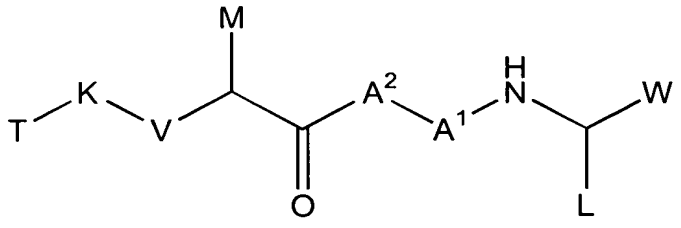
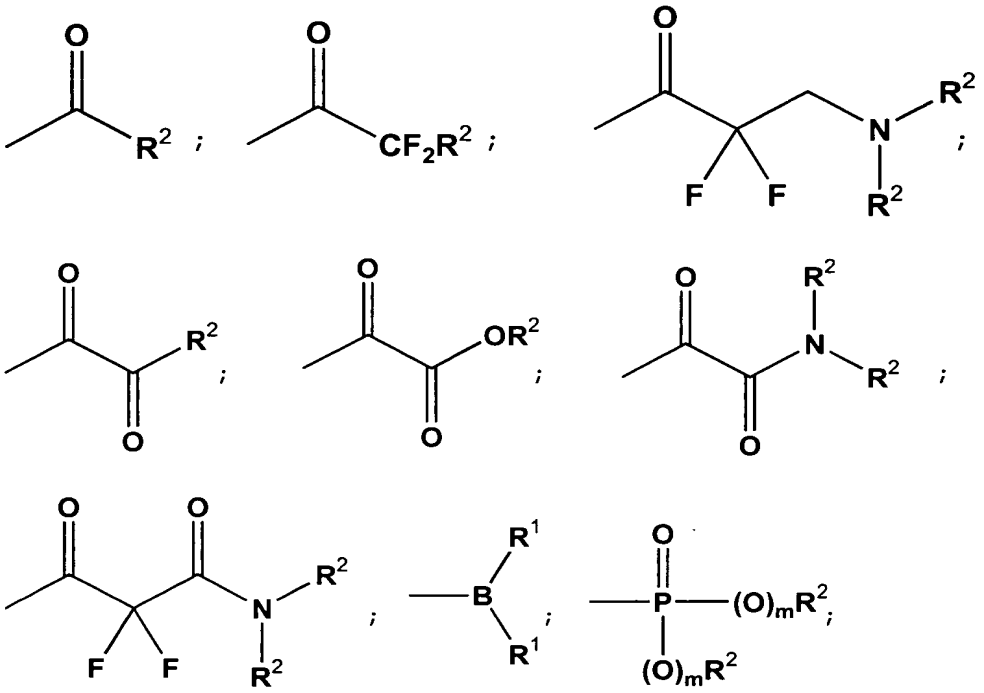
Kindly amend claims 1, 9-10, 18-21, 24, 30, 33-34, and 36-37 as follows:

1. (Amended) A compound of the formula (II):

(II) 

, wherein

W is:



m is 0 or 1;

each R^1 is hydroxy, alkoxy, or aryloxy, or each R^1

is an oxygen atom and together with the boron, to which they are each bound, form a 5-7 membered ring, wherein the ring atoms are carbon, nitrogen, or oxygen;

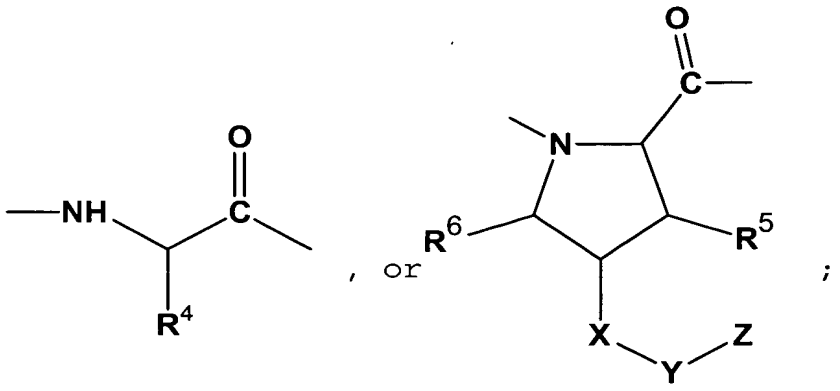
each R^2 is independently hydrogen, alkyl, alkenyl, aryl, aralkyl, aralkenyl, cycloalkyl, cycloalkylalkyl, cycloalkenyl, cycloalkenylalkyl, heterocyclyl, heterocyclylalkyl, heterocyclylalkenyl, heteroaryl, or heteroaralkyl, or two R^2 groups, which are bound to the same nitrogen atom, form together with that nitrogen atom, a 5-7 membered monocyclic heterocyclic ring system; wherein any R^2 carbon atom is optionally substituted with J;

J is alkyl, aryl, aralkyl, alkoxy, aryloxy, aralkoxy, cycloalkyl, cycloalkoxy, heterocyclyl, heterocyclyloxy, heterocyclylalkyl, keto, hydroxy, amino, alkylamino, alkanoylamino, aroylamino, aralkanoylamino, carboxy, carboxyalkyl, carboxamidoalkyl, halo, cyano, nitro, formyl, acyl, sulfonyl, or sulfonamido and is optionally substituted with 1-3 J^1 groups;

J^1 is alkyl, aryl, aralkyl, alkoxy, aryloxy, heterocyclyl, heterocyclyloxy, keto, hydroxy, amino, alkanoylamino, aroylamino, carboxy, carboxyalkyl, carboxamidoalkyl, halo, cyano, nitro, formyl, sulfonyl, or sulfonamido;

L is alkyl, alkenyl, or alkynyl, wherein any hydrogen is optionally substituted with halogen, and wherein any hydrogen or halogen atom bound to any terminal carbon atom is optionally substituted with sulfhydryl or hydroxy;

A^1 is a bond,



R^4 is alkyl, cycloalkyl, aryl, aralkyl, heterocyclyl, heterocyclylalkyl, heteroaryl, heteroaralkyl, carboxyalkyl, or carboxamidoalkyl, and is optionally substituted with 1-3 J groups;

R^5 and R^6 are independently hydrogen, alkyl, alkenyl, aryl, aralkyl, aralkenyl, cycloalkyl, cycloalkylalkyl, cycloalkenyl, heterocyclyl, heterocyclylalkyl, heteroaryl, or heteroaralkyl, and is optionally substituted with 1-3 J groups;

X is a bond, $-C(H)(R^7)-$, -O-, -S-, or $-N(R^8)-$;

R^7 is hydrogen, alkyl, alkenyl, aryl, aralkyl,

heterocyclyl, heterocyclylalkyl, heteroaryl, or heteroaralkyl, and is optionally substituted with 1-3 J groups;

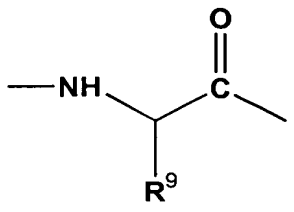
R^8 is hydrogen alkyl, aryl, aralkyl, heterocyclyl, heterocyclylalkyl, heteroaryl, heteroaralkyl, aralkanoyl, heterocyclanoyl, heteroaralkanoyl, $-C(O)R^{14}$, $-SO_2R^{14}$, or carboxamido, and is optionally substituted with 1-3 J groups; or R^8 and Z, together with the atoms to which they are bound, form a nitrogen containing mono- or bicyclic ring system optionally substituted with 1-3 J groups;

R^{14} is alkyl, aryl, aralkyl, heterocyclyl, heterocyclylalkyl, heteroaryl, or heteroaralkyl;

Y is a bond, $-CH_2-$, $-C(O)-$, $-C(O)C(O)-$, $-S(O)-$, $-S(O)_2-$, or $-S(O)(NR^7)-$, wherein R^7 is as defined above;

Z is alkyl, aryl, aralkyl, cycloalkyl, cycloalkylalkyl, heterocyclyl, heterocyclylalkyl, heteroaryl, heteroaralkyl, $-OR^2$, or $-N(R^2)_2$, wherein any carbon atom is optionally substituted with J, wherein R^2 is as defined above;

A^2 is a bond or



;

R^9 is alkyl, cycloalkyl, aryl, aralkyl, heterocyclyl, heterocyclylalkyl, heteroaryl, heteroaralkyl, carboxyalkyl, or carboxamidoalkyl, and is optionally substituted with 1-3 J groups;

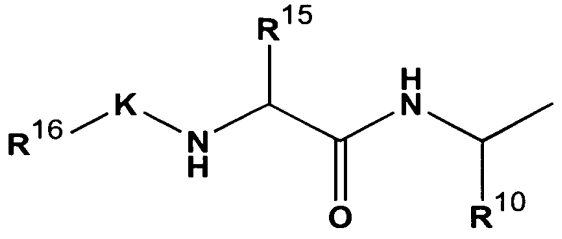
M is alkyl, cycloalkyl, aryl, aralkyl, heterocyclyl, heterocyclylalkyl, heteroaryl, or heteroaralkyl, optionally substituted by 1-3 J groups, wherein any alkyl carbon atom may be replaced by a heteroatom;

V is a bond, $-CH_2-$, $-C(H)(R^{11})-$, -O-, -S-, or $-N(R^{11})-$;

R^{11} is hydrogen or C_{1-3} alkyl;

K is a bond, -O-, -S-, -C(O)-, -S(O)-, $-S(O)_2-$, or $-S(O)(NR^{11})-$, wherein R^{11} is as defined above;

T is $-R^{12}$, -alkyl-R^{12}, -alkenyl-R^{12}, -alkynyl-R^{12}, $-OR^{12}$, $-N(R^{12})_2$, $-C(O)R^{12}$, $-C(=NOalkyl)R^{12}$, or



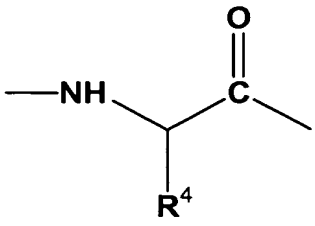
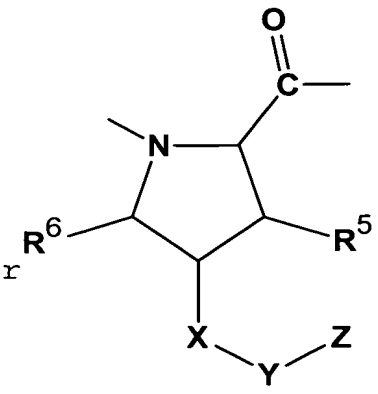
;

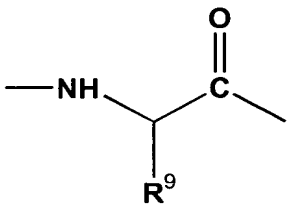
R^{12} is hydrogen, aryl, heteroaryl, cycloalkyl, heterocyclyl, cycloalkylidenyl, or heterocycloalkylidenyl, and is optionally substituted with 1-3 J groups, or a first R^{12} and a second R^{12}, together with the nitrogen to which they are bound, form a mono- or bicyclic ring system optionally substituted by 1-3 J groups;

R^{10} is alkyl, cycloalkyl, aryl, aralkyl, heterocyclyl, heterocyclylalkyl, heteroaryl, heteroaralkyl, carboxyalkyl, or carboxamidoalkyl, and is optionally substituted with 1-3 hydrogens J groups;

R^{15} is alkyl, cycloalkyl, aryl, aralkyl, heterocyclyl, heterocyclylalkyl, heteroaryl, heteroaralkyl, carboxyalkyl, or carboxamidoalkyl, and is optionally substituted with 1-3 J groups; and

R^{16} is hydrogen, alkyl, aryl, heteroaryl, cycloalkyl, or heterocyclyl; provided that when

A^1 is  , or  ;

A^2 is  , and K is -C(O)-, then V is not $-N(R^{11})-$.

9. (Amended) The compound according to claim 8, wherein:

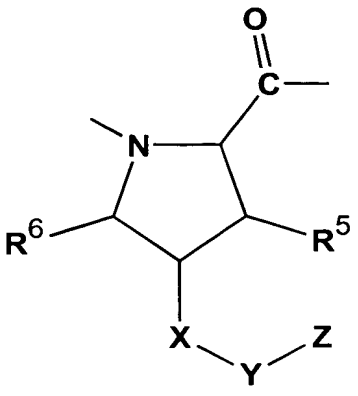
V is -N(H)-;

and

K is $-S(O)_2-$.

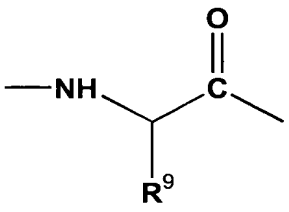
10. (Amended) The compound according to claim 1, wherein

A^1 is:



, and R^5 and R^6 are hydrogen;

A^2 is a bond or,



and R^9 is isopropyl;

L is ethyl;

X is -O- or -N(H)-;

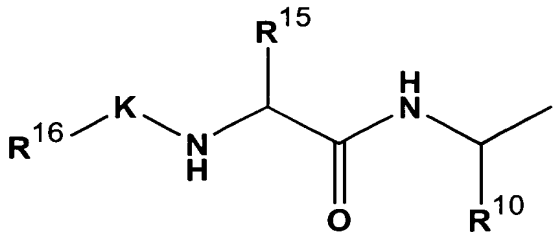
Y is $-CH_2-$, -C(O)-, or $-S(O)_2-$;

V is -N(H)-; and

K is $-S(O)_2-$.

18. (Amended) The compound according to claim 17, wherein M is isopropyl.

19. (Amended) The compound according to claim 10, wherein T is $-R^{12}$, $-OR^{12}$, $-N(R^{12})_2$, or



20. (Amended) The compound according to claim 19, wherein M is alkyl, heteroaralkyl, aryl, cycloalkylalkyl, aralkyl, or aralkyl wherein one of the alkyl carbon atoms is replaced by O or S.

21. (Amended) The compound according to claim 20, wherein M is propyl, methyl, pyridylmethyl, benzyl, naphthylmethyl, phenyl, imidazolylmethyl, thiophenylmethyl, cyclohexylmethyl, phenethyl, benzylthiomethyl, or benzyloxyethyl.

24. (Amended) The compound according to claim 3, wherein

A^2 is a bond;

L is ethyl;

X is -O-;

Y is $-CH_2-$;

V is -N(H)-; and

K is $-S(O)_2-$.

30. (Amended) The compound according to claim 29, wherein M is isopropyl and K is $-S(O)_2-$.

33. (Amended) A pharmaceutically acceptable composition comprising:

a) a compound according to any of claims 1-31 in an amount effective to inhibit HCV NS3 protease; and

b) a pharmaceutically suitable carrier.

34. (Amended) A method for inhibiting serine protease activity in a patient comprising the step of administering to said patient a compound according to any one of claims 1-31.

36. (Amended) A method for treating or preventing a hepatitis C viral infection in a patient comprising the step of administering to said patient a compound according to any one of claims 1-31.

37. (Amended) The method according to claim 36, wherein said compound is administered to said patient and is formulated together with a pharmaceutically suitable carrier into a pharmaceutically acceptable composition.

Please add claims 38-43 as follows:

38. (Added) A pharmaceutically acceptable composition comprising:

a) a compound according to claim 32; and

b) a pharmaceutically suitable carrier.

39. (Added) A method for inhibiting serine protease activity in a patient comprising the step of administering to said patient a compound according to claim 32.

40. (Added) The method according to claim 39, wherein the serine protease is HCV NS3 protease.

41. (Added) A method for treating or preventing a hepatitis C viral infection in a patient comprising the step of administering to said patient a compound according to claim 32.

42. (Added) The method according to claim 41, wherein said compound is administered to said patient and is formulated together with a pharmaceutically suitable carrier into a pharmaceutically acceptable composition.

43. (Added) The compound according to claim 1, wherein Z is phenyl, wherein any carbon atom is optionally substituted with J.